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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
	:
MOTORS LIQUIDATION COMPANY, <i>et al.</i>,	:
f/k/a General Motors Corp., <i>et al.</i>	:
	:
Debtors.	:
	:
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Chapter 11 Case No.
09-50026 (REG)
(Jointly Administered)

**DECLARATION OF TED STENGER ON BEHALF OF
MOTORS LIQUIDATION COMPANY IN SUPPORT OF THE
REVISED HOURLY RATES OF BROWNFIELD PARTNERS, LLC**

Ted Stenger declares as follows:

1. I am executive vice president of Motors Liquidation Company (f/k/a General Motors Corporation) (“**MLC**”) located at 500 Renaissance Center, Suite 1400, Detroit, Michigan 48243. Among my other duties, I supervise all environmental remediation matters for MLC.

2. I submit this declaration (the “**Declaration**”) in response to inquiries made by the fee examiner appointed in MLC’s chapter 11 cases (the “**Fee Examiner**”) with respect to the revised hourly rates (the “**Revised Rates**”) requested by Brownfield Partners, LLC

(“**Brownfield Partners**”) as described and noticed in the Motion of Debtors for Entry of Order Pursuant to 11 U.S.C. §§ 327(a) and 330 Authorizing the Debtors to Amend the Terms of Their Engagement with Brownfield Partners, LLC, dated March 5, 2010 (the “**Motion**”) [Docket No. 5207] and as described in the Declaration of James M. Redwine on Behalf of Motors Liquidation Company in Support of the Motion [Docket No. 5309]. Unless otherwise stated in this Declaration, I have personal knowledge of the facts set forth herein.

3. Brownfield Partners provides certain services to MLC and its affiliated debtors, as debtors in possession (collectively, the “**Debtors**”), necessary to achieve an appropriate resolution of environmental issues with respect to the Debtors’ properties. Resolution of these environmental issues continues to be a gating issue to the formulation and consummation of a chapter 11 plan.

4. In the fall of 2009 MLC requested that Brownfield Partners substantially increase their responsibilities and commitment of personnel to MLC. As a result of the significant increase in Brownfield Partners’ activities and responsibilities, they have been required to utilize a substantial portion of the senior human resources of the firm to fulfill their duties. This has and will likely continue to result in their inability to take on new projects and opportunities. Lost opportunities could be more lucrative as hourly billing typically makes up a small percentage of Brownfield Partners’ assignments. Based on my work with Brownfield Partners since their initial engagement, it has become evident that the expansion of their engagement has been vital to the ability of the Debtors to successfully and consensually resolve their chapter 11 cases.

5. Brownfield Partners has devoted the resources of its senior partners to MLC, and these partners have become key members of MLC’s environmental team. One of

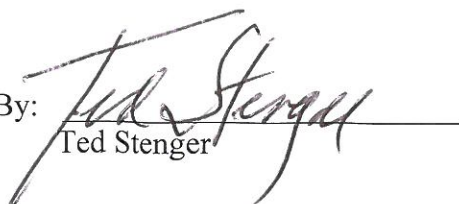
these partners, David McMurtry, has been devoted to MLC's efforts on a "24/7 basis." MLC's demands and requirements have been rigorous, and Brownfield Partners has answered with an outstanding performance.

6. I personally negotiated the Revised Rates directly with Stuart Miner, managing partner at Brownfield Partners. I assessed the requested Revised Rates to determine whether they reflected appropriate market rates by comparing them to (i) the rates of the other environmental professionals retained by the Debtors, LFR, Inc. and The Claro Group, LLC, (ii) the rates charged by environmental specialists from FTI Consulting, Inc., the financial advisor to the statutory committee of unsecured creditors, and (iii) the rates charged by professionals providing similar environmental services in the chapter 11 cases of *Lyondell* (Case No. 09-10023, S.D.N.Y.) and *Asarco* (Case No. 05-21207, S.D. Tex.). I concluded the Revised Rates were at the low end of, if not below, market rates, and given Brownfield Partners' expertise and service capability, the Revised Rates were favorable to MLC.

7. I have discussed the Revised Rates, my assessment process, and my conclusions with the Fee Examiner, and the Fee Examiner indicated it will accept this Declaration as evidence that the Revised Rates are reasonable and appropriate and will not object to the Revised Rates.

8. Pursuant to 28 U.S.C. 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on: May 31, 2010

By: 
Ted Stenger